

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

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	:	Electronically Filed
IN RE ROYAL BANK OF SCOTLAND	:	
GROUP PLC SECURITIES LITIGATION	:	09 Civ. 300 (DAB)
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**NOTICE OF MOTION OF IRVING FIREMEN'S RELIEF AND RETIREMENT FUND  
FOR LEAVE TO INTERVENE AND FOR FURTHER RELIEF**

PLEASE TAKE NOTICE that movant and proposed intervenor plaintiff Irving Firemen's Relief and Retirement Fund ("Irving Firemen"), by and through its counsel, will move this Court on a date and at such time as may be designated by the Court, at 500 Pearl Street, New York, New York, for an order, submitted herewith: (i) to intervene as a substitute class representative and lead plaintiff for the purchasers of Royal Bank of Scotland's ("RBS") American Depositary Receipts ("ADRs") for common shares ("Common ADS") in the place and stead of the Massachusetts Pension Reserves Investment Management Board and the Public Employees' Retirement System of Mississippi; (ii) that its selection of Scott+Scott LLP as counsel for the putative class of RBS Common ADS purchasers be approved; (iii) for partial reconsideration of the Court's January 11, 2011 Order of Dismissal as it pertains to the claims of the RBS Common ADS purchasers; (iv) if its motion to intervene is granted, for leave to file an amended complaint in intervention; and (v) granting such other and additional relief as the Court may deem just and proper.

This motion is made on the grounds that Irving Firemen is a purchaser of RBS Common ADS and is an appropriate plaintiff to plead claims for violations of §10(b) of the Securities Exchange Act that were dismissed by the Court's January 11, 2011 Order because no plaintiff had standing to assert such claims on behalf of Common ADS purchasers; intervention is necessary or permitted to preserve the claims of this class of purchasers; and judicial economy will be furthered by litigating these claims together with securities claims brought on behalf of purchasers of RBS ADRs for preferred shares ("Preferred ADS").

In support of this motion, Irving Firemen submits herewith a memorandum of law, the declaration of Beth A. Kaswan, Irving Firemen's Complaint in Intervention, and a proposed order.

DATED: February 8, 2011

Respectfully submitted,

SCOTT+SCOTT LLP

*/s/ Beth A. Kaswan*

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*Counsel for Irving Firemen's Relief and Retirement  
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**CERTIFICATE OF SERVICE**

I hereby certify that on February 8, 2011, I caused the foregoing to be electronically filed with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail addresses denoted on the Electronic Mail Notice List, and I hereby certify that I caused the foregoing document or paper to be mailed via the United States Postal Service to the non-CM/ECF participants indicated on the Manual Notice List.

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on February 8, 2011.

*/s/ Beth A. Kaswan*

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